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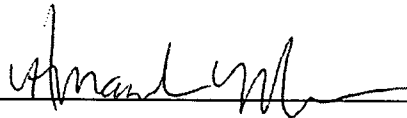
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SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of
Paddle Alberta Society (1976), Corporate Access Number 500097977
on April. 5 2020

The existing bylaws of the society are repealed and replaced with the attached bylaws.

Date: Oct 14, 2020

Signature: 

Printed Name: Amanda Mercer

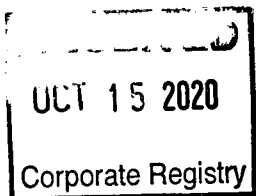
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BY LAWS
April 2020



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PADDLE ALBERTA SOCIETY (1976)

BY-LAWS
April 2020

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ARTICLE 1 - NAME

1.1 The Society

The name of the society is *Paddle Alberta Society (1976)* which may also be known or referred to as *PA* or "the Society".

1.2 The Bylaws

The following articles set forth the Bylaws of *Paddle Alberta Society (1976)*. These bylaws supersede any previous Bylaws.

ARTICLE 2 – ADDRESS

2.1 The address of the Society shall be determined by the Board as required.

ARTICLE 3 - MEMBERSHIP

3.1 Classification of Members

There are five categories of Members:

- (a) Club Members
- (b) Not for Profit Organizations
- (c) Commercial Organizations
- (d) Instructor Members
- (e) Affiliate Members

3.1.1 Club Members

To become a Club Member, a Club must:

- (a) Pay the annual membership fee for Club Members.
- (b) Be incorporated in the Province of Alberta under the Societies Act
- (c) And, have recreational paddling as a primary objective of the society

3.1.2 Not for Profit Organizations

To become a Not for Profit Member, an organization must:

- (a) Pay the annual membership fee for Not for Profit Members.
- (b) Be incorporated in the Province of Alberta or Canada as a not-for-profit group,
- (c) And, must be active in promoting recreational paddling or the protection of our Alberta paddling environment.

3.1.3 Commercial Members

To become a Commercial Member, an organization must:

- (a) Pay the annual membership fee for Commercial Members.
- (b) Be licensed, registered or incorporated in the Province of Alberta or Canada.

(c) And, be active in supporting or promoting recreational paddling in Alberta.

3.1.4 Instructor Members

- (a) Pay the annual membership fee for Instructor Members.
- (b) Remain current with required Paddle Alberta or Paddle Canada instructor or instructor-trainer qualifications.

3.1.5 Affiliate Members

To become an Affiliate Member, a non commercial organization must:

- a. Represent a group that has an interest in promoting a paddling event or events in Alberta.
- b. Be licensed, registered, or incorporated in Alberta or Canada.
- c. Pay the annual membership fee for Affiliate members.
- d. Meet the other annual requirements (safety plan, event plan, etc.) that may be set from time to time by the Board.

3.2 Admission of Members

3.2.1 Any individual may become an Instructor member in the appropriate category by meeting the requirements set out in Article 4.1. The applicant will be entered as a Member under the appropriate category in the Register of Members by Paddle Alberta staff, or the appropriate officer.

3.2.2 Any society, Not-for-Profit, or corporation may become a Club, Not-for-Profit, Affiliate or Corporate member in the appropriate category by meeting the requirements set out in Article 4.1 and with the approval of a majority of the Board. Once approved, the membership will be entered in the Register of Members by Paddle Alberta staff, or the appropriate officer.

3.2.3 **Appeal of Membership status**
A new or potential member that finds the membership ruling of staff or officer to be unsatisfactory (as per Article 4.1) may appeal such ruling to the Board, and the Board may reclassify the member to another category if deemed appropriate by a majority of the Board.

3.3 Membership Fees

3.3.1 Membership Year

The membership year is January 1 to December 31.

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3.3.2 **Setting Membership Fees**
The Board decides annual membership fees for each category of Members.

3.3.3 **Payment Date for Fees**
The annual membership fees must be paid on or before March 1 of every year.

3.4 Rights and Privileges of Members

3.4.1 Any Member in good standing is entitled to:
(a) Receive notice of meetings of the Society;
(b) Attend any meeting of the Society;
(c) Speak at any meeting of the Society; and
(d) Exercise other rights and privileges given to Members in these bylaws.

3.4.2 **Voting Members and Number of Votes for General Meetings of the society.**

At General meetings of the society voting delegates shall be determined as follows:

- o 1 vote per Club Membership
- o Not for Profit Members shall have half the number of Club Member votes rounding down in cases of odd numbers. With a maximum of 1 vote per Not for Profit.
- o 1 vote to represent the Commercial Members
- o 1 vote to represent the Instructional Members
- o 1 vote to represent the Affiliate Members
- o 1 vote for each Board Member

Ten minutes before each general meeting the representatives from each membership category shall meet to determine their voting delegate(s).

3.4.3 **Member In Good Standing**
A Member is in good standing when:
(a) The Member has paid membership fees or other required fees to the Society; and
(d) The Member is not suspended as a Member as provided for under Article 4.5.

3.5 Suspension of Membership

3.5.1 **Decision to Suspend**
The Board of Directors, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:

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- (a) if the Member has failed to abide by the Bylaws;
- (b) if the Member has been disloyal to the Society;
- (c) if the Member has disrupted meetings or functions of the Society; or
- (d) if the Member has done/failed to do anything judged to be harmful to the Society.

3.5.2 Notice to the Member

3.5.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

3.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

3.5.2.3 The notice will state the reasons why suspension is being considered.

3.5.3 Decision of the Board of Directors

3.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

3.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.5.3.4 The decision of the Board of Directors is final.

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

3.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

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3.6.2 Death

The membership of a Member is ended upon their death.

3.6.3 Deemed Withdrawal

3.6.3.1 If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.

3.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.6.4 Expulsion

3.6.4.1 The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

3.6.4.2 This decision is final.

3.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

3.8 Continued Liability for Debts Due

Although a Member ceases to be a Member by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

3.9 Limitation on the Liability of Members

No Member is, in their individual capacity, liable for any debt or liability of the Society.

ARTICLE 4 - MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society holds its Annual General Meeting no later than November 30 of

each calendar year. The Board sets the place, day and time of the meeting.

4.1.2 The Secretary emails, or telephones each member at least thirty (30) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

4.1.3 **Agenda for the Meeting**
The Annual General Meeting deals with the following matters:

- 1 Adopting the agenda;
- 2 Adopting the minutes of the last General Meeting;
- 3 President's report;
- 4 Treasurer's report: shall include
 - Presentation of the prior year's financial statement
 - Appointment of the Auditor(s) for the present year
 - Presentation of the next year's budget and business plan.
- 5 Board Member's reports;
- 6 Electing the President;
- 7 Electing the Members of the Board;
- 8 Considering matters specified in the meeting notice.

4.1.4 **Quorum**
Eight (8) members or 50% of all voting members, whichever is lower, will constitute quorum. All matters appropriately presented before the Meeting shall be dealt with by way of a resolution.

4.2 **Special General Meeting of the Society**

4.2.1 **Calling of Special General Meeting**
A Special General Meeting may be called at any time:

- (a) by a resolution of the Board of Directors to that effect; or
- (b) on the written request of at least three (3) Board Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- (c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Meeting.

4.2.2 **Notice**
The Secretary emails, or telephones each member at least thirty (30) days before the Special General Meeting. This notice states the place, date, time, and purpose of the Special General Meeting.

4.2.3 **Agenda for Special General Meeting**
Only the matter(s) set out in the notice for the Special General Meeting are

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considered on the agenda at the Special General Meeting.

4.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Attendance by the Public.

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

4.3.2 Rules of Order

Unless otherwise noted here in, the meetings of the Society shall be conducted in accordance with Robert, H.M, Evans, W.J., Honemann, D.H. & Balch, T.J. (2004) *Robert's Rules of Order Newly revised in brief* and where this version falls silent, *Roberts Rule of Order 10th Edition* (2000) or most recent edition in print.

4.3.3 Presiding Officer

4.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

4.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

4.3.4 Adjournment

4.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The re-adjourned General Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

4.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

4.3.5 Voting

4.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every Annual General and Special General Meeting. A ballot is

used if at least five (5) voting Members request it. Except where otherwise noted in the By-laws 50% + 1 of voting members present will carry the motion. All votes shall be done by show of hands by members present at the meeting, members can not vote by proxy. Should a voting member request a recorded vote, it shall be so recorded in the minutes. Use of a secret ballot at the request of a voting member shall be carried out with the consent of two-thirds of the present voting members.

- 4.3.5.2 Each member of the Board of Directors shall have one vote. The Board of Directors shall not in addition vote as any other member. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
 - 4.3.5.3 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
 - 4.3.5.4 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
 - 4.3.5.5 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
 - 4.3.5.6 Members may withdraw their request for a ballot.
 - 4.3.5.7 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
- 4.3.6 Failure to Give Notice of Meeting
No action taken at a General Meeting is invalid due to:
(a) accidental omission to give any notice to any Member;
(b) any Member not receiving any notice; or
(c) any error in any notice that does not affect the meaning.
- 4.3.7 Written Resolution of All the Voting Members
All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 5 - THE GOVERNMENT OF THE SOCIETY

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5.1 The Board of Directors (or the Board)

5.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board. Board members must be in good standing in one of five membership categories.

5.1.2 Powers and Duties of the Board of Directors

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- (a) Promoting the objectives of the Society;
- (b) Promoting membership in the Society;
- (c) Hiring employees to operate the Society;
- (d) Regulating employees' duties and setting their salaries;
- (e) Maintaining and protecting the Society's assets and property;
- (f) Approving an annual budget for the Society;
- (g) Paying all expenses for operating and managing the Society;
- (h) Paying persons for services and protecting persons from debts of the Society;
- (i) Investing any extra monies;
- (j) Financing the operations of the Society, and borrowing or raising monies;
- (k) Making policies for managing and operating the Society;
- (l) Approving all contracts for the Society;
- (m) Maintaining all accounts and financial records of the Society;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all of the property of the Society; and
- (q) Without limiting the general responsibility of the Board, the Board may delegate its powers and duties to a paid administrator of the Society or appropriate committees of the society.

5.1.3 The Board shall consist of

- (a) The President;
- (b) The Vice President
- (c) The Treasurer
- (d) The Secretary
- (e) Education Director
- (f) Safety and Touring Director
- (g) Environment Director
- (h) Instructor Representative
- (i) Paddle Canada Regional Representative

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- (j) Member at Large
- (k) Member at Large

Member at Large positions shall only be filled once all other positions are filled.

5.1.3.1 From time to time at the Annual General Meeting, and in approving the call for nominations, the members may combine the offices of Treasurer and Secretary, or any two of the board members.

5.1.4 Resignation, Death, or Removal of a Board Member

5.1.4.1 A Board Member may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

5.1.4.2 Voting Members may remove any Board Member before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

5.1.4.3 If there is a vacancy on the Board, the remaining Board Members may appoint a Member in good standing to fill that vacancy for the remainder of the term.

5.1.5 Meetings of the Board

5.1.5.1 The Board holds at least four (4) meetings each year.

5.1.5.2 The President calls the meetings. The President also calls a meeting if any two (2) Board Members make a request in writing and state the business for the meeting.

5.1.5.3 Ten (10) days' notice for Board meetings is mailed to each Board Member. There may be five (5) days' notice if by telephone, fax or email. Board Members may waive notice.

5.1.5.4 Quorum is 50% of the Board Members.

5.1.5.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least four (4) Board Members present at this later meeting is a quorum.

5.1.5.6 Each Board Member has one (1) vote.

5.1.5.7 The President does not have a second or casting vote in the case of a

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tie vote. A tie vote means the motion is defeated.

5.1.5.8 Meetings of the Board are open to Members of the Society, but only Board Members may vote. A majority of the Board Members present may ask any other Members, or other persons present, to leave.

5.1.5.9 All Board Members may agree to and pass a resolution in person by signing or via email or other electronic document signing means. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.5.10 A meeting of the Board may be held by a conference call or other electronic means. Board Members who participate in this call are considered present for the meeting.

5.1.5.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.1.5.12 Board Members may waive formal notice of a meeting.

5.1.6 Conflict of Interest

The Paddle Alberta Conflict of Interest policy is to clarify how PA will handle decisions or transactions, which give rise to a real or perceived conflict of interest between individual interests and the broader interest of the organization's members.

5.2 Board Members of the Society are elected to a one year term, and may not be elected to hold one position consecutively for longer than five years.

5.3 Duties of the Board Members of the Society

5.3.1 The President:

- supervises the affairs of the Board,
- when present, chairs all meetings of the Society, and the Board;
- is an *ex officio* member of all Committees, except the Nominating Committee;
- acts as the spokesperson for the Society; *and*
- carries out other duties as assigned by the Board

5.3.2 The Vice-President:

- presides at meetings in the President's absence. If the Vice-President is absent, the Board Members elect a Chairperson for the meeting.
- replaces the President at various functions when asked to do so by the President or the Board;

- chairs the Personnel Committee; and
- carries out other duties as assigned by the Board.

5.3.3

The Secretary:

- attends all meetings of the Society and the Board
- keeps accurate minutes of these meetings
- makes sure a record of names and addresses of all Members of the Society is kept
- makes sure all notices of various meetings are sent
- keeps the seal of the society
- carries out other duties as assigned by the Board.

5.3.4

The Treasurer:

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure annual fees are collected and deposited;
- makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- chairs the Finance Committee of the Board
- ensures the filling of: the annual return, changes in the Board Members of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry and other government returns as required
- carries out other duties as assigned by the Board.

5.3.6

Education Director

- Chairs the Education Committee
- Supports the development of new instructors
- Organizes opportunities for instructor professional development

5.3.7

Safety & Touring Director

- Chairs the Safety Committee
- Advises the Board on all matters of paddling safety brought before the Board.
- Monitors and advises the Board on all matters related to the provision of paddling information for Alberta through the Society's communication program.

5.3.8

Environment Director

- Chairs the Environmental Committee
- Advises the Board on all matters of environmental concern brought before the Board.

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- Promotes environmental stewardship within the paddling community.

5.3.9 Instructor Representative

- Communicates concerns, questions, and comments between instructors and the Paddle Alberta Board.
- Represents all Canoe, SUP, Recreational and Sea Kayak instructors.

5.3.10 Paddle Canada Regional Representative

- Liaises between Paddle Alberta and Paddle Canada on all educational and regional member association matters.

5.3.11 Member at Large

- Carries out duties and responsibilities as assigned by the board.

5.3.12 Member at Large

- Carries out duties and responsibilities as assigned by the board.

5.4 The Executive Director/Administrator

5.4.1 The Board may hire an Executive Director/Administrator to carry out assigned duties

5.4.2 The Executive Director/Administrator reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director/Administrator does not vote at any meeting.

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Society is located by resolution of the Board.

6.2 Finance and Auditing

6.2.1 The fiscal year of the Society ends on December 31 of each year.

6.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. The auditor shall be selected by and approved by a motion of the Board. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year for acceptance by the members.

6.3 Seal of the Society

- 6.3.1 The Board may adopt a seal as the Seal of the Society.
- 6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 6.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

6.4 Cheques and Contracts of the Society

- 6.4.1 Elected Officers of the Board shall be designated to sign all cheques drawn on the monies of the Society. Two signatures shall be required on all cheques. The Board may authorize the Executive Director, Program Services Coordinator or other Administrator to co-sign cheques for certain amounts and circumstances from the general account only, and not from the gaming account. The Executive Director/Administrator may not sign their own pay cheque.
- 6.4.2 All contracts of the Society must be signed by the above designated Officers or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of the Society

- 6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 6.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, and the Board.
- 6.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of their intention to do so.
- 6.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 6.5.6 All financial records of the Society are open for such inspection by the Members.

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6.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

6.6 Borrowing Powers

6.6.1 The Society may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.7 Payments

6.7.1 No Member, Board Member or Officer of the Society receives any payment for their services as a Member, or Board Member.

6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Board Members and Officers

6.8.1 Each Board Member or Officer holds office with protection from the Society. The Society indemnifies each Board Member or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Board Member or Officer for acts of fraud, dishonesty, or bad faith.

6.8.2 No Board Member or Officer is liable for the acts of any other Board Member, Officer or employee. No Board Member or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Board Member or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.

6.8.3 Board Members or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Board Members or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 - AMENDING THE BYLAWS

7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

7.2 The thirty (30) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

- 7.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 8.1 The Society does not pay any dividends or distribute its property among its Members.
- 8.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered not for profit paddling organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

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